

Date: June 5, 2024

Corporate Relations Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading RingRotunda Building, P J Tower, Dalal Street, Fort, Mumbai 400001  Scrip Code: <b>541700</b>	Corporate Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400051  Symbol: <b>TCNSBRANDS</b>
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**Sub.:** Proceedings of the meeting of the Equity Shareholders of TCNS Clothing Co. Limited (“the Company”) held on June 5, 2024 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench (“NCLT”)

**Ref.:** 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)  
2. Our intimation dated May 3, 2024

Dear Sir/ Madam,

Pursuant to the above referred, the meeting of the equity shareholders of the Company held today pursuant to the directions of NCLT, Mumbai Bench through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to consider and approve the Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors (“Scheme”) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions. The meeting commenced at 10:00 a.m. and concluded at 10:47 a.m.

In this regard, please find enclosed summary of the proceedings as **Annexure A** [as per SEBI Listing Regulations].

The results of voting will be intimated to you separately.

This is for your information and records.

Thanking you.

Sincerely,  
For **TCNS Clothing Co. Limited**

**Sonia Bhandari**  
**Company Secretary and Compliance Officer**

Encl.: As above



**TCNS CLOTHING CO. LIMITED**

(a subsidiary of Aditya Birla Fashion and Retail Limited)

REGD. OFFICE: PIRAMAL AGASTYA CORPORATE PARK, BUILDING 'A', 4<sup>TH</sup> AND 5<sup>TH</sup> FLOOR, UNIT NO. 401, 403, 501, 502, L.B.S. ROAD, KURLA, MUMBAI, MAHARASHTRA – 400070, INDIA

CORP OFFICE: 119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA

PH: 011-42193193, Email: [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com), [www.wforwoman.com](http://www.wforwoman.com), [www.shopforaurelia.com](http://www.shopforaurelia.com)

CIN: L99999MH1997PLC417265

**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF TCNS CLOTHING CO. LIMITED PURSUANT TO ORDER DATED APRIL 26, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("Hon'ble NCLT")**

MEETING DETAILS		
DAY & DATE	Wednesday & June 5, 2024	
TIME	Commenced at: 10:00 a.m.	Concluded at: 10:47 a.m.
MODE OF MEETING	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	

**Proceedings, in brief**

**NCLT Appointed:**

- Mr. Mukesh Mittal (Retired IRS) as Chairperson for the Meeting and
- Mr. Mitesh Shah, (ICSI No: F10070 COP: 12891), as Scrutinizer to scrutinize the e-voting of the Meeting.

**Management Participants:**

- Mr. Anant Kumar Daga, Managing Director;
- Mr. Ashish Dikshit, Non-Executive Director;
- Mr. Jagdish Bajaj, Non-Executive Director;
- Ms. Preeti Vyas, Independent Director;
- Mr. Yogesh Chaudhary, Independent Director;
- Mr. Amit Chand, Chief Financial Officer and
- Ms. Sonia Bhandari, Company Secretary and Compliance Officer.

**Invitees:**

- Mr. Abdul Majeed, Partner, Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditor
- Mr. Neeraj Arora, Partner, M/s. Sanjay Grover & Associates, Company Secretaries, Secretarial Auditor

The Meeting was conducted in the matter of Scheme of Amalgamation amongst TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective creditors and shareholders and in accordance with the applicable provisions under the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued by Ministry of Corporate Affairs and SEBI.

Ms. Sonia Bhandari, Company Secretary and Compliance Officer of the Company has:

- welcomed all the shareholders to the Meeting convened as per the directions of Hon'ble NCLT and
- introduced the Chairperson of the Meeting appointed by the Hon'ble NCLT and



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Directors/Officers of the Company.

Mr. Mukesh Mittal was appointed as a Chairperson of the Meeting by Hon'ble NCLT pursuant to its order dated April 26, 2024. Accordingly, Mr. Mukesh Mittal presided over the Meeting as the Chairperson of the Meeting.

The Chairperson:

- welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order;
- informed the Members that:
  - ✓ meeting was conducted through VC/ OAVM;
  - ✓ notice of the Meeting along with Statement under Section 102 of the Act, Scheme of Amalgamation and other relevant documents in connection with the Scheme and as referred to in the Notice had been dispatched to the shareholders through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company / Registrar and Transfer Agents / Depository Participant(s)/ Depositories as on Friday, April 26, 2024 and were taken as read;
  - ✓ advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in Business Standard in English and Navshakti in Marathi, in accordance with the directions of the Hon'ble NCLT;
  - ✓ Mr. Mitesh Shah, a Practicing Company Secretary who was appointed as scrutinizer to scrutinize the e-voting during the Meeting, was also present at the Meeting through VC;
  - ✓ the documents for inspection can be accessed through the 'Inspection Tab' on the 'Instapoll' portal of the KFin Technologies Limited and
  - ✓ to express their views, ask questions related to Scheme and seek clarifications on the Scheme, if any.

Chairperson thanked all the shareholders, Board of Directors, Chief Financial Officer, Company Secretary of the Company and representatives of the statutory and secretarial auditors for joining the Meeting.

Thereafter, Mr. Anant Daga, Managing Director of the Company apprised the shareholders about the scheme and its rationale. Mr. Daga has also answered all the queries of the shareholders.

The Chairperson of the Meeting has also informed the members that:

- In terms of the Notice, the following business is transacted at the Meeting:

Item No.	Business	Resolution Type
1.	Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013.	Requisite Majority*

*\*Majority of persons representing three-fourth in value and Majority of Public shareholders as per applicable SEBI Circulars.*



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- Method of voting for the Resolutions: Remote e-voting and e-voting.
- Informed the Members that the voting at the Meeting shall be available for 15 minutes post closure of the Meeting for those shareholders who have not cast their votes during the Remote e-voting.
- Informed that the voting Results shall be declared and disseminated on the website and notice board at the registered office of the Company, the Registrar and Transfer Agents and the Stock Exchanges within the statutory timeline.

Thereafter, the Chairperson declared the meeting as concluded and requested the Members to proceed with the e-voting.

This is for your information and records.

Sincerely,

For **TCNS Clothing Co. Limited**

**Sonia Bhandari**  
**Company Secretary and Compliance Officer**



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